

**UNANIMOUS WRITTEN CONSENT
OF THE SOLE SHAREHOLDER AND
THE BOARD OF DIRECTORS
OF
MODELL'S SPORTING GOODS, INC.**

**UNANIMOUS WRITTEN CONSENT
OF THE SOLE SHAREHOLDER AND THE BOARD OF DIRECTORS OF
MODELL'S II, INC.
MODELL'S CT II, INC.
MODELL'S PA II, INC.
MODELL'S NJ II, INC.
MODELL'S NY II, INC.
MODELL'S VA II, INC.
MODELL'S MARYLAND II, INC.
MODELL'S DC II, INC.
MODELL'S DE II, INC.
MODELL'S MASSACHUSETTS, INC.
MODELL'S NH, INC.
MSG LICENSING, INC. AND
MODELL'S ONLINE, INC.**

The undersigned: (i) constituting the Board of Directors and sole shareholder of Modell's Sporting Goods, Inc., a Delaware corporation (the "Corporation"); and (ii) constituting the Board of Directors of each of the following wholly-owned subsidiaries of the Corporation - Modell's II, Inc., Modell's CT II, Inc., Modell's PA II, Inc., Modell's NJ II, Inc., Modell's NY II, Inc., Modell's VA II, Inc., Modell's Maryland II, Inc., Modell's DC II, Inc., Modell's DE II, Inc., Modell's Massachusetts, Inc., Modell's NH, Inc., MSG Licensing, Inc. and Modell's Online, Inc. (each a "Subsidiary and collectively, the "Subsidiaries") and the Corporation, acting in its capacity as the sole shareholder of each of the Subsidiaries, authorize and approve the following actions and resolutions of the Corporation and each of the Subsidiaries in accordance with the applicable statutes of the jurisdiction of incorporation of the Corporation and each of the Subsidiaries:

WHEREAS: the Boards of Directors of the Corporation and each of the Subsidiaries have determined that it is in the best interest of the Corporation and the Subsidiaries, their creditors, employees, customers and other stakeholders, to continue the operation of the Corporation and the Subsidiaries and to accomplish the same by having the Corporation and each of the Subsidiaries: (i) file voluntary petitions for relief (the "Petitions") under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in order to commence chapter 11 cases (the "Chapter 11 Cases"); (ii) seek the use of cash collateral and provide certain adequate protection to the prepetition secured lenders as documents in proposed orders to be submitted to the Bankruptcy Court (the "Cash Collateral Orders") and (iii) enter into asset purchase or similar agreements ("Asset Purchase Agreements") in connection with the Chapter 11 Cases;

NOW, THEREFORE, it is:

RESOLVED: that each of the Corporation and the Subsidiaries are authorized and directed to file the Petitions seeking relief under chapter 11 of the Bankruptcy Code; and it is further

RESOLVED: that each of Mitchell B. Modell and Robert J. Duffy (each an “Authorized Officer”, and, collectively, the “Authorized Officers”) is hereby authorized, empowered, and directed, in the name and on behalf of the Corporation and each Subsidiary, to execute and verify the Petitions and to cause the same to be filed in the United States Bankruptcy Court for the District of New Jersey (the “Bankruptcy Court”) at such time as said Authorized Officers executing the same shall determine it to be in the best interests of the Corporation and the Subsidiaries; and it is further

RESOLVED: that the Authorized Officers be, and each of them is, authorized, empowered, and directed, in the name of and on behalf of the Corporation and each Subsidiary, to execute and file all necessary documents, including, without limitation, all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain legal counsel, accountants, financial advisors, and other professionals, and to take and perform any and all further acts and deeds deemed necessary, proper, or desirable in connection with the successful prosecution of the Chapter 11 Cases; and it is further

RESOLVED: that the Authorized Officers be, and each of them is, authorized, empowered, and directed, for and on behalf of the Corporation and each Subsidiary to seek approval of the use of cash collateral pursuant to the Cash Collateral Orders and, to the extent applicable, execute and deliver any and all agreements, instruments or documents as necessary or advisable to implement the Cash Collateral Orders, including providing for adequate protection in accordance with section 363 of the Bankruptcy Code; and it is further

RESOLVED: that in connection with the Chapter 11 Cases, the Authorized Officers be, and each of them is, authorized, empowered, and directed, for and on behalf of the Corporation and each Subsidiary, to enter into the Asset Purchase Agreements with such terms and provisions as the Authorized Officers deem necessary or advisable, and to enter into any other agreements, documents, and instruments in connection therewith, and to take all such further actions, perform such further duties, and execute and deliver or file such additional agreements, documents, applications, instruments, certificates, and corporate papers as contemplated in or by the Asset Purchase Agreements or as the Authorized Officers may otherwise deem necessary or desirable to accomplish and consummate the transactions contemplated by the Asset Purchase Agreements; and it is further

RESOLVED: that in the event there is no Asset Purchase Agreement executed or secured debt purchased by a buyer willing to fund the Corporation and each Subsidiary by 12:30 p.m. on March 10, 2020 then the Authorized Officers are authorized, empowered and directed to engage Tiger Capital Group, LLC and/or such other consultants and liquidators to liquidate all of the Corporation and each Subsidiary’s retail locations and the Corporation and each Subsidiary shall file the Petitions no later than March 11, 2020.

RESOLVED: that the Corporation’s and each Subsidiary’s employment and retention of the law firm of Cole Schotz, P.C. as attorneys for the Corporation and each Subsidiary in the Chapter 11 Cases is hereby ratified and approved, subject to Bankruptcy Court approval; and it is further

RESOLVED: that the Corporation's and each Subsidiary's employment and retention of Berkeley Research Group, LLC as restructuring advisor for the Corporation and each Subsidiary in the Chapter 11 Cases is hereby ratified and approved, subject to Bankruptcy Court approval; and it is further

RESOLVED: that the Authorized Officers be, and each of them is, authorized, empowered, and directed to employ and retain such additional professionals and advisors as they deem necessary, proper, or desirable in connection with the successful prosecution of the Chapter 11 Cases; and it is further

RESOLVED: that any and all past actions heretofore taken by any member of the Corporation's or each Subsidiary's Board of Directors or the Authorized Officers, in the name and on behalf of the Corporation and/or any Subsidiary or Subsidiaries, in furtherance of any or all of the proceeding resolutions be, and the same hereby are, ratified, confirmed, and approved.

Dated: this 10th day of March, 2020

BOARD OF DIRECTORS OF THE CORPORATION
AND EACH OF THE SUBSIDIARIES



Mitchell B. Modell

Bernard A. Katz

SOLE SHAREHOLDER OF THE CORPORATION



Mitchell B. Modell

SOLE SHAREHOLDER OF
EACH OF THE SUBSIDIARIES

Modell's Sporting Goods, Inc.


By: _____

Name: Mitchell B. Modell

Title: President and CEO

BOARD OF DIRECTORS OF THE CORPORATION
AND EACH OF THE SUBSIDIARIES

Mitchell B. Modell



Bernard A. Katz

SOLE SHAREHOLDER OF THE CORPORATION

Mitchell B. Modell

SOLE SHAREHOLDER OF
EACH OF THE SUBSIDIARIES

Modell's Sporting Goods, Inc.

By: _____
Name: Mitchell B. Modell
Title: President and CEO